

EXHIBIT D



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VIA E-MAIL AND U.S. MAIL

Geri L. Haight, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo PC
One Financial Center
Boston, MA 02111

Re: *Skyline Software Systems, Inc. v. Keyhole, Inc.*;
USDC (MA) 04-11129-DPW

Dear Geri:

I write in response to your letter of July 13, 2006, in which Skyline requests the deposition of Francois Bailly and further depositions of Michael Jones and John Rohlf. Defendants will produce Mr. Bailly for deposition at your Palo Alto, California office. I understand that Skyline is not available on Defendants' proffered dates of August 25, 28, 29, or 30; I will coordinate additional proposed dates for early September and get back to you with those dates. Additionally, per your recent request, the portions of Defendants' production sourced to Mr. Bailly are the documents bearing Bates-labels GOOG 1098.0001-1279.0001 and GOOG 29486-29677.

From your letter, it appears you seek further deposition of Michael Jones because Skyline believes it is entitled to additional time with Mr. Jones, although it is unclear whether you request him in an individual capacity or as a corporate representative. Our records indicate Skyline has used over seven hours with Mr. Jones as a 30(b)(6) witness and over four hours with Mr. Jones as an individual witness. We will produce Mr. Jones for an additional three hours of deposition. We understand that Mr. Jones is out of the office until September 16 and are trying to coordinate a deposition date in mid-September after his return.

Skyline also asks Defendants to produce Mr. Rohlf again for deposition, having already taken a full day's examination of him. Skyline wants Mr. Rohlf to testify about the source code, arguing that Mr. Jones was not "an appropriate Rule 30(b)(6) witness" on the topic. Skyline has not cited any authority to the effect that Skyline may dictate to an opposing party who that party must designate as a Rule 30(b)(6) witness, and contrary to Skyline's claims, Mr. Jones was willing to and did competently testify regarding Defendants' source code. As you know, a Rule 30(b)(6) deposition is not a memory test, and it is unreasonable to expect any witness to know completely the entirety of the relevant source code, which contains tens of thousands of lines. Nonetheless, Skyline's examiner, Flavio Rose, asked Mr. Jones a number of questions

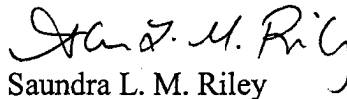
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about the source code and Mr. Jones provided competent responses to those inquiries. Any remaining dissatisfaction with the responses stems from Skyline's own conduct. On more than one occasion, Mr. Jones offered to review relevant portions of Defendants' source code to assist him in responding to Skyline's particular questions; however, Skyline deposition examiner Mr. Rose¹ declined to allow Mr. Jones to review the source code "because of the constraints of deposition." *See, e.g.,* Deposition of Michael T. Jones at 418:18-419:15. Skyline also refused Defendants' offer that they separately identify the location of files in the source code outside of the deposition process to save time. Further, to the extent Skyline remained dissatisfied with Mr. Jones' responses, evidently, because Mr. Jones helpfully identified Mr. Rohlf's superior knowledge of some aspects of the source code, Skyline had the opportunity to follow up with Mr. Rohlf on such matters during Mr. Rohlf's deposition the next day (June 28, 2006); however, Skyline chose not to do so.

As such, Defendants have fully complied with the requirements of Rule 30(b)(6) and Skyline has now also completed the depositions of the individuals who wrote the pertinent portions of the Keyhole/Google source code, save perhaps for Mr. Bailly, whose deposition we are attempting to schedule. Consequently, Defendants need not produce under Rule 30(b)(6) anyone else to testify about the source code. Skyline cannot rely on its own refusal to provide Mr. Jones with reasonable access to the source code and its failure to take up its questions with Mr. Rohlf when those subject areas were clearly identified by Mr. Jones in order to manufacture an excuse for more deposition time or to dictate to Defendants who they must designate as a witness. If Skyline wishes to pursue this matter further, Defendants request that Skyline identify the specific matters regarding the source code about which it believes Defendants have provided inadequate testimony.

Sincerely,

FENWICK & WEST LLP


 Sandra L. M. Riley

SMR:mrh

cc: H. Joseph Hameline, Esq. (via email)
 Darryl M. Woo, Esq. (via email)
 Nelson Apjohn, Esq. (via email)

¹ Indeed, Skyline's "double-teaming" of Mr. Jones's deposition with two deposition examiners, Mr. Ibrahim Hallaj and Mr. Rose, was improper and resulted in inefficiency.